BY-LAWS

ARTICLE ONE

NAME: FRIENDS OF DETWEILER PARK

1.01 The name of this organization is Friends of Detweiler Park.

ARTICLE TWO

PURPOSE AND POWERS

2.01 The purposes of this corporation are as follows:

a) To support and promote the preservation, recreation, and conservation of Detweiler Park as a natural area, and to increase appreciation and awareness of the environment and its benefits through education; and

b) To establish and maintain a central depository of information concerning natural areas such as Detweiler Park to facilitate the appreciation and awareness of the environment; and

c) To facilitate the good work of Friends of Detweiler Park by, inter alia, obtaining access to the personnel and resources of the Dauphin County Parks & Recreation Department; and

d) To promote the establishment and use of public recreational trails and related recreational opportunities including, but not limited to, the development and maintenance of such trails; and

e) To receive personal property or real property, or both, from any source, and to maintain and administer the same in perpetuity, exclusively for beneficial, charitable, educational, fraternal and social purposes, and to use and apply the whole or any part of the principal thereof and income therefrom for such purposes, either directly or by contributions to other organizations, subject to the restrictions set forth herein; and

f) To provide a vehicle for the furtherance of the public interests of the volunteers of the corporation; and

g) To engage in any and all lawful business for which a nonprofit corporation may be incorporated under the Nonprofit Corporation Law of 1988, including all beneficial, charitable, educational, fraternal and social business.

2.02 The corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of

1986, as amended from time to time (hereinafter the "Code"), or any corresponding section of any future federal tax code, specifically including, but not limited to, the following:

2.03 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes set forth in the Articles of Incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these By-Laws or the Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from the federal income tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or a corresponding section of any future federal tax code.

2.04 Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or a corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purposes. Any assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes, or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE THREE

REGISTERED OFFICE AND PRINCIPAL PLACE OF BUSINESS

3.01 The registered office of this corporation is 1701a Peters Mountain Road, Dauphin, Pennsylvania, 17018, or such other locations within the Commonwealth of Pennsylvania as the Board of Directors may from time to time determine.

ARTICLE FOUR

DIRECTORS

4.01 The Board of Directors is vested with the management of the business and affairs of this corporation.

4.02 The Board of Directors shall consist of a maximum of ten (10) members. The Director of the Dauphin County Parks & Recreation Department, or their alternate, as designated in writing by the Director, shall be a non-voting member of the Board of Directors. All directors shall serve without compensation except for reimbursement of reasonable out-of-pocket expenses.

4.03 Directors shall be elected for a three (3) year term. The initial directors shall be appointed to three (3) separate classes with initial terms to commence on August 15, 2024 and expire on the date of the second annual meeting (January 2026), third annual meeting (January 2027) and fourth annual meeting (January 2028), respectively. Any director elected to fill a vacancy shall complete the term of the director being replaced. In the event a director is being elected as the result of an increase in the number of directors, the director shall be assigned to a class of directors so that the number of directors of each class remains approximately even.

4.04 Officers shall be elected by the Board of Directors at the annual meeting of the Board of Directors and shall serve until their successors are elected and qualified.

4.05 The annual meeting of the Board of Directors shall be held at such time and place in the month of January as the directors shall determine. Other regular or special meetings of the Board of Directors will be held at such time and place as the directors shall determine.

4.06 Notice of the time and place of regular and special meetings of the Board of Directors shall be sent to each director, via e-mail, not less than five (5) days prior to the date of the meeting, addressed to the director at the director's e-mail address as it appears on the records of the corporation. Notice of regular meetings need not state the business to be transacted or the purpose of the meeting, but notice of special meetings shall state the business to be transacted and the purposes of the meeting.

4.07 A special meeting of the Board of Directors may be called by either the President, Vice-President, or at least one-third (1/3) of the directors.

4.08 Attendance by a director at any meeting of the Board of Directors shall constitute a waiver of notice of such meeting.

4.09 One-third (1/3) of the whole Board of Directors, but not less than three (3), shall constitute a quorum for the transaction of business. The vote of a majority of the directors present at a meeting at which a quorum is present shall be necessary to act.

4.10 The Board of Directors may, in its discretion, by resolution establish an executive committee of its members to act on behalf of the Board under such conditions as the Board of Directors shall determine.

4.11 Vacancies in, or additions to, the Board of Directors shall be filled by appointment of the Board of Directors at any regular meeting or special meeting of the Board.

4.12. Any director may be removed, for cause, by a vote of two-thirds of all other

Directors on the Board. The term "for cause" as used herein shall be determined in the sole discretion of the Board; provided, however, that "for cause" shall include (i) failure to attend at least half of the meetings of the Board during any calendar year; or (ii) failure to pay annual Membership dues in a timely fashion.

ARTICLE FIVE

OFFICERS

5.01 The officers of this corporation shall consist of a president, a vice-president, a secretary, a treasurer, and such other officers with such duties as the Board of Directors shall determine from time to time.

5.02 Except for the initial officers, the officers of the corporation shall be elected at the annual meeting by the Board of Directors for a two (2) year term. The initial officers of the corporation shall be elected at the first meeting of the Board of Directors for initial terms to expire on the date of the second annual meeting (January 2026). Each officer will remain in office until a successor has been elected and qualified. The president and vice-president shall be directors of the corporation.

5.03 The president will be the chief executive officer of this corporation and will, subject to the control of the Board of Directors or executive committee, supervise and control the affairs of the corporation. The president will perform all duties incident to such office and such other duties as may be provided by these By-Laws or as may be prescribed from time to time by the Board of Directors.

5.04 The vice-president shall perform all duties and exercise all powers of the president when the president is absent or is otherwise unable to act. The vice-president will perform such other duties as may be prescribed from time to time by the Board of Directors.

5.05 The secretary will keep minutes of all meetings of the Board of Directors, will be the custodian of the corporate records, will give all notices as are required by law or by the By-Laws, and generally will perform all duties incident to the office of secretary and such other duties as may be required by law, the Articles of Incorporation, or by these By-Laws, or which may be assigned from time to time by the Board of Directors.

5.06 The treasurer shall have or provide for the custody of the funds or other property of the corporation and shall keep a separate bank account of the same to their credit as treasurer; shall collect and receive or provide for the collection and receipt of moneys earned by or in any manner due to or received by the corporation; shall deposit all funds in their custody as treasurer in such banks or other places of deposit as the Board may from time to time designate; shall, whenever so required by the Board, render an account showing their transactions as treasurer, and the financial condition of the corporation; and, in general, shall discharge such other duties as may from time to time be assigned to them by the Board of Directors or the President.

ARTICLE SIX

MEMBERSHIP

6.01 The Membership of the Friends of Detweiler Park shall consist of all persons who are eighteen (18) years of age or older, interested in supporting the purposes of this corporation, and have paid their annual Membership dues, as established from time to time by the Board.

6.02 Membership dues shall be set by the Board and shall be payable annually by all Members, the payment of such entitling an individual to a one (1) year of Membership from the date of payment. The Board may, from time to time, establish such Membership categories and corresponding annual dues as the Board deems to be in the best interest of the Friends of

Detweiler Park.

6.03 The Membership may meet annually at the call of the Board of Directors. The Membership Meeting shall be at a time and place fixed by the Board of Directors. The Membership Meeting may coincide with the time and place fixed by the Board of Directors for its annual meeting, but the Board is not required to so schedule the Membership Meeting. Notice of the Membership Meeting shall be provided by the Board of Directors to the Members, via e-mail, no less than twenty-eight (28) days prior to such meeting, addressed to the Members at their e-mail address as it appears on the records of the membership registration. The Board of Directors will establish the agenda for the Membership Meeting. Note: the Members shall not elect officers of the corporation. (Cp. Art. V, §502, above.)

6.04 There shall be no minimum quorum requirement for the transaction of business at Membership Meetings.

6.05 The act of a majority of the Members present and voting at Membership Meetings will constitute the act of the Membership.

6.06 Membership Meetings shall be presided over by the president of the Friends of Detweiler Park or, if the president is not present, by the vice-president. If neither one is present, the Membership Meeting shall be presided over by a chair to be chosen at the meeting. The secretary shall act as secretary at every Membership Meeting.

ARTICLE SEVEN

OPERATIONS

7.01 The fiscal year of this corporation will be January 1 - December 31.

7.02 Checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this corporation and any contracts, leases or other instruments

executed in the name of and on behalf of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Secretary or the President. Notwithstanding the above, except as otherwise directed by the Board, the President or Secretary shall be authorized to sign checks issued in the name of the corporation.

7.03 The Board of Directors may accept or reject on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation. The Board of Directors shall set the minimum dollar amount required or other minimum requirements for a contribution to be acceptable to the corporation, if any.

7.04 This corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of the Board of Directors.

7.05 All books and records of this corporation may be inspected by any Director or their agent or attorney for any proper purpose at any reasonable time on written demand.

ARTICLE EIGHT

COMMITTEES

8.01 The Board of Directors shall appoint as many committees with such responsibilities as are necessary to carry out its work and fulfill the objectives of the corporation. At lease one (1) member of each committee shall be a member of the Board and act as chair of the committee.

ARTICLE NINE

LIABILITY - INDEMNIFICATION

9.01 A Director shall not be personally liable for monetary damages for any action taken or for failure to take action unless: (1) the Director has breached or failed to perform the duties of a director in good faith, in a manner reasonably believed to be in the best interest of the corporation, and with such care, including reasonable inquiry, skill and diligence as a person of ordinary prudence would use under similar circumstances; and (2) the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

9.02 The corporation shall indemnify each director and officer to the fullest extent permitted by the law against all judgments, fines and liabilities and reimburse them for all reasonable expenses, including, but not limited to, court costs, attorney's fees, and any amount paid in any settlement, which judgments, fines, liabilities and expenses were incurred or expended in connection with any claim, suit, action or proceeding, whether civil, criminal or administrative or investigative, and in which they were involved because of anything they have or may have done or admitted to do as a director or officer of the corporation.

ARTICLE TEN

AMENDMENTS

10.01 These By-Laws may be altered, amended and repealed, and new By-Laws may be adopted by the affirmative vote of a majority of all Directors, with the vote at any regular meeting or at any special meeting, provided that at least five (5) days' written notice is given to the Board of Directors of the intention to alter, amend or repeal or to adopt new By-Laws at

such meeting.

The undersigned, Secretary of the Friends of Detweiler Park, a Pennsylvania nonprofit corporation, hereby certifies that this is a complete and accurate copy of the original By-Laws of the Friends of Detweiler Park.

Dated: August 15, 2024

Jeffrey C. Smith, Secretary